

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Jacqueline Marcus
Robert J. Lemons

Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (SCC)
Debtors.	: (Jointly Administered)
-----X	

**FIFTEENTH NOTICE OF WITHDRAWAL OF DEBTORS'
APPLICATION TO ASSUME CERTAIN EXECUTORY CONTRACTS**

PLEASE TAKE NOTICE of the following:

1. On October 25, 2011, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a Plan Supplement (as amended from time to time the “Plan Supplement”) [ECF No. 21254],¹ containing documents and schedules in connection with the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”),² dated December 5, 2011 [ECF No. 22973]. The Plan was confirmed by order of the Court on December 6, 2011 (the “Confirmation Order”) [ECF No. 23023] and became effective on March 6, 2012.

¹ A list of the amendments to the Plan Supplement and other notices and orders pertaining thereto is annexed hereto as Exhibit A.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

2. Pursuant to the Confirmation Order, the hearing on the Debtors' proposed assumption of certain executory contracts and unexpired leases set forth on Exhibit 2 to the Plan Supplement was adjourned until (i) February 14, 2012, or (ii) such other date as may be scheduled by the Debtors, with leave from the Court, with at least 30 days notice to the relevant counterparty, or as otherwise agreed.

3. On January 31, 2012, February 9 and 13, 2012, April 3, 2012, May 31, 2012, June 25, 2012, August 14, 2012, October 19, 2012, November 16, 2012, December 4, 2012, February 8, 2013, March 8, 2013, June 27, 2013, and October 28, 2013, the Debtors filed notices of withdrawal of their application to assume certain executory contracts or to defer indefinitely the hearing on their application to assume certain executory contracts (the "Notices of Withdrawal or Deferral").

4. Subsequent to the filing of the Notices of Withdrawal or Deferral, the Debtors have reached agreements with certain additional parties with respect to their objections to the Debtors' application to assume executory contracts and unexpired leases.

5. The Debtors hereby withdraw their application to assume the executory contracts identified on Exhibit B hereto (the "Withdrawn Contracts").

6. The Debtors reserve their rights to withdraw in the future their application to assume additional executory contracts and unexpired leases set forth on

Schedule 1 or 2 to the Confirmation Order or that are the subject of the objections listed
on Schedule 1 or 2 to the Confirmation Order.

Dated: February 24, 2014
New York, New York

/s/ Jacqueline Marcus

Jacqueline Marcus
Robert J. Lemons

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates

EXHIBIT A

**AMENDMENTS TO THE PLAN SUPPLEMENT AND OTHER NOTICES AND
ORDERS PERTAINING THERETO**

1. Amendment No. 1 to the Plan Supplement, filed on November 4, 2011 [ECF No. 21665].
2. Amendment No. 2 to the Plan Supplement, filed on November 15, 2011 [ECF No. 22156].
3. Amendment No. 3 to the Plan Supplement, filed on November 22, 2011 [ECF No. 22590].
4. Amendment No. 4 to the Plan Supplement, filed on November 29, 2011 [ECF No. 22742].
5. Amendment No. 5 to the Plan Supplement, filed on December 2, 2011 [ECF No. 22876].
6. Amendments No. 6 and No. 7 to the Plan Supplement, filed on December 5, 2011 [ECF Nos. 22975 and 22980].
7. Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on January 31, 2012 [ECF No. 24823].
8. Notice of (i) Withdrawal of Debtors' Application to Assume Certain Executory Contracts, (ii) Indefinite Adjournment of Debtors' Application to Assume Certain Executory Contracts, (iii) Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, and (iv) Status Conference on Debtors' Proposed Assumption of Executory Contracts, filed on February 9, 2012 [ECF No. 25201].
9. Third Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on February 13, 2012 [ECF No. 25266].
10. Order Authorizing Debtors to Assume Certain Executory Contracts and Unexpired Leases, entered by the Court on March 19, 2012 [ECF No. 27016].
11. Fourth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on April 3, 2012 [ECF No. 27262].
12. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on April 4, 2012 [ECF No. 27272].
13. Fifth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on May 31, 2012 [ECF No. 28313].
14. Notice of Presentment of Order Authorizing Debtors to Assume Certain Executory Contracts and Unexpired Leases, filed on May 31, 2012 [ECF No. 28326].
15. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on June 19, 2012 [ECF No. 28871].

16. Sixth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on June 25, 2012 [ECF No. 28956].
17. Corrected Sixth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on June 25, 2012 [ECF No. 28957].
18. Seventh Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on August 14, 2012 [ECF No. 30026].
19. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on September 12, 2012 [ECF No. 30894].
20. Order Authorizing Debtors to Assume Certain Executory Contract, entered by the Court on September 28, 2012 [ECF No. 31130].
21. Eighth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on October 19, 2012 [ECF No. 31569].
22. Ninth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on November 16, 2012 [ECF No. 32144].
23. Order Authorizing Debtors to Assume Certain Executory Contracts, entered by the Court on November 28, 2012 [ECF No. 32382].
24. Tenth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on December 4, 2012 [ECF No. 32574].
25. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on December 4, 2012 [ECF No. 32576].
26. Eleventh Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on February 8, 2013 [ECF No. 34503].
27. Twelfth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on March 8, 2013 [ECF No. 35786].
28. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on March 14, 2013 [ECF No. 35924].
29. Order Authorizing Debtors to Assume Certain Executory Contracts, entered by the Court on March 19, 2013 [ECF No. 36058].
30. Thirteenth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on June 27, 2013 [ECF No. 38227].

31. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on July 3, 2013 [ECF No. 38404].
32. Notice of Corrected Exhibit with Respect to Thirteenth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on July 12, 2013 [ECF No. 38686].
33. Notice of Corrected Exhibit with Respect to Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on July 15, 2013 [ECF No. 38714].
34. Order Authorizing Debtors to Assume Certain Executory Contracts and Unexpired Leases, entered by the Court on August 28, 2013 [ECF No. 39883].
35. Fourteenth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on October 28, 2013 [ECF No. 40762].
36. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on October 28, 2013 [ECF No. 40767].

EXHIBIT B
WITHDRAWN CONTRACTS

Counterparty	Debtor	Title of Agreement	Notice Address
BELL TRACE OBLIGATED GROUP	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF SEPTEMBER 14, 2006	BELL TRACE OBLIGATED GROUP C/O EAST 10TH STREET PROPERTY, LLC 2749 EAST COVENANTER DR. BLOOMINGTON, IN 47401 ATTN: CHIEF EXECUTIVE OFFICER
			C/O EAST 10TH STREET PROPERTY, LLC 2749 EAST COVENANTER DR. BLOOMINGTON, IN , 47401 ATTN: CHIEF EXECUTIVE OFFICER
			HARRISON & MOBERLY, LLP DAVID J. THEISING 10 WEST MARKET STREET, SUITE 700 INDIANAPOLIS, INDIANA 46204
CITY OF THOUSAND OAKS	LEHMAN BROTHERS SPECIAL FINANCING INC.	RESERVE FUND AGREEMENT DATED AS OF JANUARY 25, 1996	CITY OF THOUSAND OAKS 2100 THOUSAND OAKS BOULEVARD THOUSAND OAKS, CA 91362
			CHAPMAN AND CUTLER LLP JAMES E. SPIOTTO ANN E. ACKER FRANKLIN H. TOP, III JAMES HEISER 111 WEST MONROE STREET CHICAGO, ILLINOIS 60603
			CHAPMAN AND CUTLER LLP CRAIG M. PRICE 330 MADISON AVENUE 34TH FLOOR NEW YORK, NY 10017-5010
CONSUMER UNSECURED REPERFORMING LOANS (CURL) PLC	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF JULY 18, 2007	BNY CORPORATE TRUSTEE SERVICES LIMITED – LONDON BRANCH ONE CANADA SQUARE LONDON, E14 5AL UNITED KINGDOM
			C/O WILMINGTON TRUST SP SERVICES (LONDON) LIMITED FIFTH FLOOR 6 BROAD STREET LONDON, EC2M 7JH UK

Counterparty	Debtor	Title of Agreement	Notice Address
			REED SMITH LLP ERIC A. SCHAFER MICHAEL J. VENDITTO 599 LEXINGTON AVENUE NEW YORK, NY 10022
			KRAMER LEVIN NAFTALIS & FRANKEL LLP LAUREN MACKSOD JOSHUA FRIEDMAN 1177 AVENUE OF THE AMERICAS NEW YORK, NEW YORK 10036
EUROSAIL 2006-1 PLC	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF MAY 25, 2006	25 OLD BROAD STREET LONDON, EC2N 1HQ UK
			BNY CORPORATE TRUSTEE SERVICES LIMITED – LONDON BRANCH ONE CANADA SQUARE LONDON, E14 5AL UNITED KINGDOM
			C/O BNY CORPORATE TRUSTEE SERVICES LTD ONE CANADA SQUARE LONDON, E14 5AL UK
			REED SMITH LLP ERIC A. SCHAFER MICHAEL J. VENDITTO 599 LEXINGTON AVENUE NEW YORK, NY 10022
			KRAMER LEVIN NAFTALIS & FRANKEL LLP LAUREN MACKSOD JOSHUA FRIEDMAN 1177 AVENUE OF THE AMERICAS NEW YORK, NEW YORK 10036
EUROSAIL 2006-2BL PLC	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF OCTOBER 11, 2006	25 OLD BROAD STREET LONDON, EC2N 1HQ UK
			BNY CORPORATE TRUSTEE SERVICES LIMITED – LONDON BRANCH ONE CANADA SQUARE LONDON, E14 5AL UNITED KINGDOM
			C/O BNY CORPORATE TRUSTEE SERVICES LTD ONE CANADA SQUARE LONDON, E14 5AL UK

Counterparty	Debtor	Title of Agreement	Notice Address
			REED SMITH LLP ERIC A. SCHAFER MICHAEL J. VENDITTO 599 LEXINGTON AVENUE NEW YORK, NY 10022
			KRAMER LEVIN NAFTALIS & FRANKEL LLP LAUREN MACKSOD JOSHUA FRIEDMAN 1177 AVENUE OF THE AMERICAS NEW YORK, NEW YORK 10036
EXUM RIDGE CBO 2006-1 LTD	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF FEBRUARY 16, 2006	EXUM RIDGE CBO 2006-1, LTD. C/O MAPLES FINANCE LIMITED P.O. BOX 1093GT, QUEENSGATE HOUSE SOUTH CHURCH STREET, GRAND CAYMAN CAYMAN ISLANDS, BWI ATTN: THE DIRECTORS
			HSBC BANK, USA CTLA - STRUCTURED FINANCE 10 EAST 40TH STREET, FLOOR 14 NEW YORK, NY 10016 ATTN: THOMAS MUSARRA
			MAPLES AND CALDER P.O. BOX 309GT UGLAND HOUSE SOUTH CHURCH STREET, GRAND CAYMAN CAYMAN ISLANDS, BWI ATTN: DALE CROWLEY
			CHAPMAN AND CUTLER LLP JAMES E. SPIOTTO ANN E. ACKER FRANKLIN H. TOP, III JAMES HEISER 111 WEST MONROE STREET CHICAGO, ILLINOIS 60603
			CHAPMAN AND CUTLER LLP CRAIG M. PRICE 330 MADISON AVENUE 34TH FLOOR NEW YORK, NY 10017-5010

Counterparty	Debtor	Title of Agreement	Notice Address
EXUM RIDGE CBO 2006-2 LTD	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF MARCH 8, 2006	EXUM RIDGE CBO 2006-1, LTD. C/O MAPLES FINANCE LIMITED P.O. BOX 1093GT, QUEENSGATE HOUSE SOUTH CHURCH STREET, GRAND CAYMAN CAYMAN ISLANDS, BWI ATTN: THE DIRECTORS
			HSBC BANK, USA CTLA - STRUCTURED FINANCE 10 EAST 40TH STREET, FLOOR 14 NEW YORK, NY, 10016 ATTN: THOMAS MUSARRA
			MAPLES AND CALDER P.O. BOX 309GT UGLAND HOUSE SOUTH CHURCH STREET, GRAND CAYMAN CAYMAN ISLANDS, BWI ATTN: DALE CROWLEY
			CHAPMAN AND CUTLER LLP JAMES E. SPIOTTO ANN E. ACKER FRANKLIN H. TOP, III JAMES HEISER 111 WEST MONROE STREET CHICAGO, ILLINOIS 60603
			CHAPMAN AND CUTLER LLP CRAIG M. PRICE 330 MADISON AVENUE 34TH FLOOR NEW YORK, NY 10017-5010
GRANITE FINANCE LIMITED (SERIES 2005-10 EUR 20,000,000 CREDIT LINKED MTM TRIGGER LEVERAGED SYNTHETIC PORTFOLIO NOTES DUE 2015 (ISIN: XS0224217199))	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF JULY 28, 2005	CTLA - STRUCTURED FINANCE 10 EAST 40TH STREET, FLOOR 14 NEW YORK, NY 10016, ATTN: THOMAS MUSARRA
			GRANITE FINANCE LIMITED 68 WEST BAY ROAD PO BOX 1109 GT GRAND CAYMAN BVI, KY1- 1102 CAYMAN ISLANDS
			SCHULTE ROTH & ZABEL LLP LAWRENCE V. GELBER 919 THIRD AVENUE NEW YORK, NEW YORK 10022

Counterparty	Debtor	Title of Agreement	Notice Address
PEBBLE CREEK 2007-3 LIMITED	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF JULY 19, 2007	AIRLIE GROUP 115 E PUTNAM AVE GREENWICH CT, 06830 ATTN: SETH CAMERON
			HSBC BANK, USA CTLA - STRUCTURED FINANCE 10 EAST 40TH STREET, FLOOR 14 NEW YORK, NY 10016 ATTN: THOMAS MUSARRA
			CHAPMAN AND CUTLER LLP JAMES E. SPIOTTO ANN E. ACKER FRANKLIN H. TOP, III JAMES HEISER 111 WEST MONROE STREET CHICAGO, ILLINOIS 60603
			CHAPMAN AND CUTLER LLP CRAIG M. PRICE 330 MADISON AVENUE 34TH FLOOR NEW YORK, NY 10017-5010
RACERS 2003-07-A CITI	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA MASTER AGREEMENT, DATED AS OF MARCH 25, 2003	C/O US BANK NATIONAL ASSOCIATION 100 WALL STREET, 16TH FLOOR NEW YORK, NY, 10005 ATTN: DAVID KOLIBACHUK
			HSBC BANK, USA CTLA - STRUCTURED FINANCE 10 EAST 40TH STREET, FLOOR 14 NEW YORK, NY, 10016 ATTN: THOMAS MUSARRA
			CHAPMAN AND CUTLER LLP JAMES E. SPIOTTO ANN E. ACKER FRANKLIN H. TOP, III JAMES HEISER 111 WEST MONROE STREET CHICAGO, ILLINOIS 60603
			CHAPMAN AND CUTLER LLP CRAIG M. PRICE 330 MADISON AVENUE 34TH FLOOR NEW YORK, NY 10017-5010